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January 15, 2010

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13 *Counsel for the First Lien Steering Committee*

14
15 **UNITED STATES BANKRUPTCY COURT**
DISTRICT OF NEVADA
SOUTHERN DIVISION

16 IN RE:

17 THE RHODES COMPANIES, LLC,
18 aka "Rhodes Homes," et al.,

19 Debtors.¹

§ Case No. 09-14814-LBR
§ (Jointly Administered)
§ Chapter 11
§
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§

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22
23 ¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification
24 number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060);
25 Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave,
LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country
Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions
III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and
Development Corp. (1963); C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090);
Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC
(8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited
Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897);
Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); Pinnacle Grading, LLC (4838).

1 **Affects:**

2 All Debtors

3 Affects the following

4 Debtor(s)

5 § **AMENDED DECLARATION OF BRIAN
OSBORNE CERTIFYING TABULATION OF
BALLOTS REGARDING VOTE ON SECOND
AMENDED MODIFIED PLAN OF
REORGANIZATION PURSUANT TO
CHAPTER 11 OF THE BANKRUPTCY
CODE FOR THE RHODES COMPANIES,
LLC, ET AL.**

6 I, Brian Osborne, hereby declare:

7 1. I am over the age of eighteen years and am competent to testify about the
 8 matters contained herein. I am a member of Omni Management Group, LLC ("Omni"),
 9 which has offices located at 16501 Ventura Boulevard, Suite 440, Encino, CA 91436.
 10 Unless otherwise stated, I have personal knowledge of the matters set forth herein.

11 **Retention of Omni**

12 2. Omni was retained by the Debtors in the Debtors' chapter 11 cases by order
 13 entered on April 8, 2009 (Heritage Docket No. 111) for the purpose of serving as the
 14 Debtors' claims, balloting, noticing and administrative agent (the "Claims and Solicitation
 15 Agent"). To the best of my knowledge and belief, Omni is not a creditor or equity security
 16 holder of the Debtors, except to the extent that there are outstanding amounts due Omni in
 17 connection with the services provided in accordance with its retention approved by the
 18 Court.

19 **Plan Solicitation**

20 3. Pursuant to the Order (A) Approving the Adequacy of the First Lien Steering
 21 Committee's Disclosure Statement; (B) Approving Solicitation and Notice Procedures with
 22 Respect to Confirmation of the First Lien Steering Committee's Proposed Plan of
 23 Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection
 24 Therewith; and (D) Scheduling Certain Dates with Respect Thereto (Rhodes Docket No.

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1 809), entered on December 1, 2009 (the “Solicitation Procedures Order”), Omni was
 2 instructed to solicit votes from holders of claims entitled to vote on the Second Amended
 3 Modified Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the
 4 Rhodes Companies, LLC, *et al.* (the “Plan”) as of December 1, 2009 (the “Record Date”).
 5

6 4. Pursuant to the Plan, holders of claims in the following classes were entitled
 7 to vote on the Plan:

- 8 (a) Class A-1 (First Lien Lender Secured Claims)
- 9 (b) Class A-2 (Second Lien Lender Secured Claims)
- 10 (c) Class C-1 (General Unsecured Claims)
- 11 (d) Class C-2 (First Lien Lender Deficiency Claims)
- 12 (e) Class C-3 (Second Lien Lender Deficiency Claims)

13 Each holder of a claim in Class A-1, Class A-2, Class C-1, Class C-2 and Class C-3
 14 (collectively, the “Voting Classes”) that was entitled to vote as of the Record Date was
 15 mailed a Solicitation Package (as such term is defined in the solicitation procedures (the
 16 “Solicitation Procedures”) that was approved by the Solicitation Procedures Order). See
 17 Certificate of Service of Nova George, filed December 9, 2009 (Docket No. 822). Holders
 18 of claims in Class A-3 (Other Secured Claims) and Class B (Priority Non-Tax Claims) are
 19 conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan.
 20 Holders of claims in Class C-4 (Subordinated Claims), Class D (Old Equity Interests) and
 21 Class E (Intercompany Claims) are deemed to have rejected the Plan and are not entitled to
 22 vote on the Plan.

23 5. Pursuant to the Solicitation Procedures, all completed ballots were required to
 24 be (i) sent by mail or courier to Omni Management Group, LLC, Attn: Brian Osborne,
 25

1 16161 Ventura Blvd. Suite C, PMB 477, Encino, CA 91436, (ii) sent by email to
 2 Nova@omnimgt.com or (iii) sent by fax to (818) 783-2737, so as to be actually received by
 3 Omni no later than 4:00 p.m. (Prevailing Pacific Time) on January 4, 2010 (the "Voting
 4 Deadline"). In accordance with the Solicitation Procedures, a return envelope was included
 5 in the Solicitation Package to facilitate the return of ballots.
 6

7 **Tabulation Procedures**

8 6. I supervised the tabulation process performed by personnel of Omni. The
 9 professionals of Omni have considerable experience in tabulating the ballots of creditors and
 10 equity security holders with respect to plans of reorganization. Omni personnel were
 11 instructed to tabulate ballots submitted by holders of claims in each of the Voting Classes.
 12 Among other things, Omni personnel were instructed to (i) place a date and time-stamp on
 13 each ballot at the time such ballot was received, (ii) review the validity of such ballot and
 14 (iii) tabulate such ballot in the manner directed by the Solicitation Procedures. To the best
 15 of my knowledge, information and belief, the Omni professionals responsible for reviewing
 16 and tabulating the ballots cast by holders of claims in each of the Voting Classes adhered to
 17 my instructions and the Solicitation Procedures.
 18

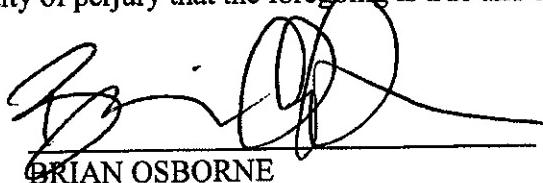
20 7. The results of the tabulation of all valid ballots received prior to the Voting
 21 Deadline for each of the Voting Classes are set forth in Exhibit A hereto. Pursuant to the
 22 Solicitation Procedures, Omni is obligated delineate every ballot that does not conform to
 23 the voting instructions or that contains any form of irregularity including, but not limited to,
 24 those ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking
 25 signatures or lacking necessary information, or damaged. A description of such ballots,
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1 together with the action taken with respect to such ballots, is also set forth on Exhibit A
2 hereto.

3 8. All ballots received by Omni have been stored at Omni's office located at
4 16501 Ventura Boulevard, Suite 440, Encino, CA 91436, and are available for inspection by
5 the Court or any party in interest.
6

7 9. I declare under penalty of perjury that the foregoing is true and correct.
8 Executed on January 15, 2010



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10 BRIAN OSBORNE
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Exhibit A

AKIN GUMP STRAUSS HAUER & FELD LLP
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The Rhodes Companies, LLC
 Case No. BK-S-09-14814-LBR
 Ballot Report

Class A-1 - First Lien Lender Secured Claims

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Name of Holder	Date Received	Claim / Schen. ID	Opt In	Balot Amount	Vote	Tributated Amount	Comment
Antares Capital Corporation	12/24/2009			\$702,794.00	Accept	\$716,448.45	
Archimedes Funding IV (Cayman) Ltd.	1/4/2010		Yes	\$2,435,028.15	Accept	\$2,435,328.15	
Atrium CDO			Yes	\$1,447,344.48	Accept	\$1,432,897.74	
Atrium III	1/4/2010		Yes	\$2,171,018.73	Accept	\$2,149,348.59	
Atrium IV	1/4/2010		Yes	\$723,672.24	Accept	\$716,448.85	
Atrium V	1/4/2010		Yes	\$686,076.30	Accept	\$659,436.76	
Atrium VI	1/4/2010		Yes	\$2,481,161.97	Accept	\$2,458,397.40	
Carlyle High Yield Partners IV, Ltd.	1/4/2010			\$442,961.71	Reject	\$442,910.71	
Carlyle High Yield Partners VI, Ltd.	1/4/2010			\$630,720.32	Reject	\$630,720.79	
Carlyle High Yield Partners VII, Ltd.	1/4/2010			\$368,204.04	Reject	\$368,204.09	
Carlyle High Yield Partners VIII, Ltd.	1/4/2010			\$365,336.67	Reject	\$365,306.91	
Carlyle High Yield Partners IX, Ltd.	1/4/2010			\$1,297,698.74	Accept	\$1,297,517.52	
Carlyle Loan Investment, Ltd.	1/4/2010			\$8,153,288.15	Reject	\$4,317,059.53	
Castle Garden Funding			Yes	\$2,516,361.21	Accept	\$2,582,244.34	
Cord CDO 10 Limited	12/28/2009			\$841,827.42	Accept	\$841,827.42	
Cord CDO XI Limited	12/28/2009			\$1,271,686.74	Accept	\$1,271,686.73	
Centurion CDO 8 Limited				\$1,271,686.74	Accept	\$1,271,686.73	
Centurion CDO 9 Limited	12/28/2009			\$1,983,054.83	Accept	\$1,983,054.83	
Centurion CDO VI, Ltd.				\$24,827.42	Accept	\$24,827.42	
Centurion CDO VII, Limited	12/28/2009			\$2,310,547.59	Accept	\$2,310,547.59	
Centurion 3 Limited	1/4/2010			\$1,506,313.44	Accept	\$1,506,313.40	
Credit Suisse AG, Cayman Islands Branch	1/4/2010		Yes	\$59,229.30	Accept	\$59,229.30	
Credit Suisse AG, Cayman Islands Branch	1/4/2010		Yes	\$4,960,000.00	Accept	\$4,960,000.00	
Credit Suisse Candiswood Special Structures Master	1/4/2010		Yes	\$31,393,576.64	Accept	\$31,391,394.26	
Credit Suisse International	1/4/2010		Yes	\$20,195,340.82	Accept	\$20,195,340.82	
Credit Suisse International	1/4/2010		Yes	\$2,805,616.55	Accept	\$2,805,616.55	
Credit Suisse Lomnitz Funding				\$33,549,086.07	Accept	\$33,549,086.07	
Credit Suisse Credit Strategies Master Fund Ltd.	1/4/2010		Yes	\$2,123,142.11	Accept	\$2,398,957.48	
Credit Suisse Syndicated Loan Fund	1/4/2010		Yes	\$3,039,423.42	Accept	\$3,009,085.24	
CSAM Funding I	1/4/2010		Yes	\$2,932,776.06	Accept	\$2,903,503.29	
CSAM Funding II	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,432,897.74	
CSAM Funding IV	1/4/2010		Yes	\$2,171,018.73	Accept	\$2,149,348.59	
Bremwood CLO Ltd.	1/2/2010			\$2,632,468.82	Accept	\$2,632,468.82	
Endurance CLO I	1/2/2010			\$686,561.08	Accept	\$686,561.08	
Genesys CLO 2007-11 Ltd.	12/28/2009		Yes	\$1,862,767.05	Accept	\$1,862,767.05	
General Electric Capital Corporation	12/24/2009			\$16,412,360.00	Accept	\$16,412,360.79	
Glendale CLO 1 Ltd.	1/2/2010			\$2,686,883.05	Accept	\$2,686,883.05	
Grayson CLO Ltd.	1/2/2010			\$7,714,288.18	Accept	\$7,714,288.18	

The Rhodes Companies, LLC
 Case No. BK-S-08-14814-LBR
 Ballot Report

Class A-1 - First Lien Lender Secured Claims

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Name of Holder	Date Received	Claim / Sched. ID	Opt In	Balanc.	Tabulated Amount	Comment
				Amount	Vote	
Greenbrier CLO I, Ltd.	12/21/2009			\$2,865,795.47	Accept	\$2,865,795.47
Hawkins Island CLO II, Ltd.	1/4/2010			\$2,863,351.19	Accept	\$2,863,351.19 Amended ballot received on 1-4-10.
Hawkins Island CLO III, Ltd.	1/4/2010			\$2,326,458.82	Accept	\$2,326,458.82 Amended ballot received on 1-4-10.
Hawkins Island CLO IV, Ltd.	12/30/2009			\$2,865,795.47	Accept	\$2,865,795.47
Hawkins Island CLO V, Ltd.	12/30/2009			\$3,086,157.26	Accept	\$3,086,157.26
Hawkins Island CLO VI, Ltd.	12/30/2009			\$1,726,865.74	Accept	\$1,726,865.73
Hawkins Island CLO I+R, Ltd. (Hawkins Island CDO Limited)	12/30/2009			\$2,723,424.22	Accept	\$2,723,424.24
Hightland Credit Opportunities CDO, Ltd.	12/21/2009			\$5,587,405.80	Accept	\$5,587,405.80
Hightland Loan Funding V, Ltd.	12/21/2009			\$1,783,983.85	Accept	\$1,783,983.85
Hightland Park CDO, I, Ltd., as Purchaser				\$10,121,385.04	Accept	\$10,121,385.04
Katzenbach VII CDO, Ltd.	12/31/2009		Yes	\$1,377,705.28	Accept	\$1,377,705.28
Katzenbach VIII CDO, Ltd.	12/31/2009		Yes	\$1,452,897.73	Accept	\$1,452,897.74
Katzenbach IX CDO, Ltd.	12/31/2009		Yes	\$1,657,944.41	Accept	\$1,657,944.40
Kongeland I, Ltd.	1/4/2010			\$877,407.84	Accept	\$877,407.84
Kongeland II, Ltd.	1/4/2010			\$877,407.84	Accept	\$877,407.85
Kongeland III, Ltd.	1/4/2010			\$1,459,967.85	Accept	\$1,459,967.85
Kongeland IV, Ltd.	1/4/2010			\$1,718,492.11	Accept	\$1,718,492.11
Kohlberg Capital Funding LLC	12/31/2009		Yes	\$1,736,945.74	Accept	\$1,736,945.73
Landmark CDO Limited	1/4/2010		Yes	\$1,298,428.00	Accept	\$1,298,428.00
Landmark II CDO Limited	1/4/2010		Yes	\$1,731,944.00	Accept	\$1,731,944.00
Landmark III CDO Limited	1/4/2010		Yes	\$3,198,871.00	Accept	\$3,198,871.00
Landmark IV CDO Limited	1/4/2010		Yes	\$1,638,441.00	Accept	\$1,638,441.00
Landmark V CDO Limited	1/4/2010		Yes	\$1,635,441.00	Accept	\$1,635,441.00
Landmark VI CDO Limited	1/4/2010		Yes	\$1,298,428.00	Accept	\$1,298,428.00
Liberty CLO, Ltd.	12/21/2009			\$1,781,722.17	Accept	\$1,781,722.16
Loan Funding IV, LLC	12/21/2009			\$885,591.06	Accept	\$885,591.06
Loan Funding VII, LLC	12/21/2009			\$5,346,228.29	Accept	\$5,346,228.29
Loan Star State Trust (Highland Capital Management IP)	12/21/2009			\$3,395,299.72	Accept	\$3,395,299.72
Longhorn Credit Funding, LLC	12/21/2009			\$4,755,141.83	Accept	\$4,755,141.82
Madian Park Funding I, Ltd.	1/4/2010		Yes	\$2,894,588.97	Accept	\$2,895,795.46
Madian Park Funding II, Ltd.	1/4/2010		Yes	\$1,447,344.48	Accept	\$1,452,897.74
Madian Park Funding V, Ltd.	1/4/2010		Yes	\$301,836.12	Accept	\$301,836.12

**The Rhodes Companies, LLC
Case No. BK-09-14814-LBR
Ballot Report**

Class A-1 - First Lien Lender Secured Claims

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Name of Holder	Date Received	Claim / Sched. ID	Opt In	Balot Amount	Vote	Totalized Amount	Comment
Morgan Stanley Prime Income Trust	1/4/2010			\$3,489,577.26	Accept	\$3,489,577.18	
MESM Peconic Bay Ltd.	1/4/2010			\$1,014,989.26	Accept	\$1,014,989.19	
QUALCOMM Global Trading Inc.	1/4/2010			\$2,447,867.03	Accept	\$2,447,866.93	
Read River CLO, Ltd.	1/22/2009			\$1,783,983.96	Accept	\$1,783,983.96	
RiverSource Bond Series Inc. - River Source Floating Rate Fund.	1/22/2009			\$387,493.67	Accept	\$387,493.71	
Rockwell CDO LTD.	1/22/2009			\$4,477,805.42	Accept	\$4,477,805.41	
Robotics CLO I, Ltd.	1/4/2010			\$861,767.03	Accept	\$868,843.45	
Sofin Capital Management	1/4/2010			\$21,884,084.00	Accept	\$22,074,370.48	
Sovereign-Centurion V, Ltd.	1/22/2009			\$913,472.30	Accept	\$913,472.31	
Southeast CLO, Ltd.	1/22/2009			\$1,910,530.31	Accept	\$1,910,530.29	
Stratford, CLO, Ltd.	1/22/2009			\$3,266,688.30	Accept	\$3,265,688.29	
Van Kampen Dynamic Credit Opportunities Fund	1/4/2010			\$2,528,643.13	Accept	\$2,528,643.09	
Venture II CDO 2002 Limited	1/4/2010			\$1,157,188.24	Accept	\$1,128,848.24	
Venture III CDO Limited	1/4/2010			\$1,060,007.54	Accept	\$1,069,247.27	
Venture IV CDO Limited	1/4/2010			\$1,398,375.77	Accept	\$1,372,537.58	
Venture V CDO Limited	1/4/2010			\$694,334.19	Accept	\$687,403.61	
Venture VI CDO Limited	1/4/2010			\$1,126,503.00	Accept	\$1,115,258.77	
Venture VII CDO Limited	1/4/2010			\$1,587,068.56	Accept	\$1,571,208.34	
Venture VIII CDO Limited	1/4/2010			\$1,654,107.59	Accept	\$1,637,597.40	Amended ballot received on 1-4-10.
Venture IX CDO, Limited	1/4/2010			\$1,150,562.05	Accept	\$1,147,977.52	
Vista Leveraged Income Fund	1/4/2010			\$1,137,198.24	Accept	\$1,125,848.24	
WFG Horizons CLO I	1/22/2009		Yes	\$2,885,795.46	Accept	\$2,885,795.46	

Class A-1 - First Lien Lender Secured Claims

# Votes:	Total Value	Accepted	Rejected	Invalid
Vote %:		93.88%	6.32%	
Amount %:	\$311,380,610.99	\$303,788,661.44	\$7,802,129.55	
Amount %:	97.55%	2.44%		

**The Rhodes Companies, LLC
Case No. BK-S-09-14814-LBR
Ballot Report**

Class A-2 - Second Lien Lender Secured Claims

January 11, 2010 2:38:21 PM

Name of Holder	Date Received	Claim ID	Schedule ID	Setoff Amount	Vote	Tributated Amount	Comment
Antares Capital Corporation	12/24/2009			\$333,137.00	Accept	\$333,136.90	
Avenue CLO II, Ltd.	12/30/2009			\$1,000,680.82	Accept	\$1,009,505.74	
Avenue CLO III, Ltd.	12/30/2009			\$3,122,072.47	Accept	\$3,028,517.24	
Avenue CLO Fund Ltd.	12/30/2009			\$3,122,072.47	Accept	\$3,028,517.24	
Credit Suisse Loan Funding LLC	1/4/2010			\$6,228,650.47	Accept	\$6,228,650.47	
General Electric Capital Corp	12/24/2009			\$5,047,528.00	Accept	\$5,047,528.74	
Katopah VII CLO Ltd.	12/31/2009			\$35,714.29	Accept	\$1,009,505.74	
Katopah VIII CLO Ltd.	12/31/2009			\$107,142.86	Accept	\$3,028,517.24	
Katopah IX CLO Ltd.	12/31/2009			\$35,714.29	Accept	\$1,009,505.74	
Kohlberg Capital Funding LLC I	1/23/2009			\$71,428.57	Accept	\$2,010,011.49	
Kingsland I, Ltd	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	

The Rhodes Companies, LLC
Case No. BK-S-08-14814-LBR
Ballot Report

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Class A-2 - Second Lien Lender Secured Claims

Name of Holder	Date Received	Claim ID	Schedule ID	Balot Amount	Vote	Tabulated Amount	Comment
Kingsland II, Ltd	1/4/2010			\$1,000,505.74	Accept	\$1,000,505.74	
Kingsland III, Ltd	1/4/2010			\$1,514,258.62	Accept	\$1,514,258.62	
Kingsland IV, Ltd	1/4/2010			\$1,000,505.74	Accept	\$1,000,505.74	
Kingsland V, Ltd	1/4/2010			\$1,000,505.74	Accept	\$1,000,505.74	
Lightpoint Capital Mgmt LLC (Premium Loan Trust, Ltd.)	12/28/2009			\$2,000,000.00	Accept	\$2,019,011.49	
Martin Patterson Global Partners	1/4/2010			\$578,211.50	Accept	\$578,211.50	
Martin Patterson Global Partners	1/4/2010			\$1,944,582.87	Accept	\$1,944,582.87	
Rosedale CLO Ltd.	1/4/2010			\$2,019,011.50	Accept	\$2,019,011.49	

Class A-2 - Second Lien Lender Secured Claims

# Votes:	Total Valid	Accepted	Rejected	Invalid
Votes %:	19	19	0	0
Tabulated Amount:	\$37,858,485.48	\$37,858,485.48	\$0.00	
Amount %:	100.00%	100.00%	0.00%	

**The Rhodes Companies, LLC
Case No. BK-S-08-14814-LBR
Ballot Report**

Class C-1 - General Unsecured Claims

January 14, 2010 11:43:41 AM

Name of Holder	Date Received	Claim ID	Schedule ID	Balot Amount	Vote	Tabulated Amount	Comments
Air Methods Corporation	12/28/2009	40		\$36,248.00	Reject	\$36,248.00	
American Express Travel Related Services Co. In.	1/4/2010	39		\$285.98	Accept	\$285.98	
Caterpillar Financial Services Corporation	1/4/2010	17		\$231,988.77	Reject	\$1.00	Claim filed in an unknown amount. Balot amount tabulated at \$1.00.
Conex International	12/21/2009	26		\$25,283.85	Accept	\$25,283.85	
Class of Plaintiff Homeowners In Re Kitec Filing	1/4/2010	129		\$5,308,125.00	Reject	\$1.00	Pursuant to Section D.2.d of the Solitation Procedures, "The Claim amount contained in a Proof of Claim that has been timely-filed by the Bar Date (or deemed timely-filed by the Bankruptcy Court under applicable law) that is not the subject of an objection or has not been withdrawn; provided, however, that Balots cast by Holders whose Claims are listed in unduplicated or unknown amounts that are not the subject of an objection will count for satisfying the numerically requirement of section 1126(c) of the Bankruptcy Code, and will count as Balots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code." The ballot cast for Kitec is to be tabulated in the amount of \$1.00.
David and Christine Frohnen	12/28/2009	17		\$23,072.10	Reject	\$23,072.10	
Dynamic Heating & Air of Nevada	12/22/2009	21		\$7,744.90	Accept	\$7,744.90	
Envision Concrete, LLC	1/4/2010	14		\$139,788.87	Accept	\$139,788.87	
Frank Rodriguez Services Inc.	1/4/2010			\$11,575.00	Accept	\$0.00	Invalid Vote: Balot cast is with regard to claims already withdrawn as of 7-21-09 and 7-22-09 (see Docket Nos. 18, 19, 20, 21 and 327)
GS Wallace Inc.	12/22/2009	11		\$208,308.51	Accept	\$208,308.51	
Irvine Masonry	12/8/2009	108		\$34,832.84	Accept	\$34,832.84	
Lee, Hernandez, Kelsey, Brooks, Gamfalo & Blaize (FKAS Lee & Russell)	1/4/2010	18		\$3,328.42	Accept	\$3,328.42	

The Rhodes Companies, LLC
 Case No. BK-S-09-14814-LBR
 Ballot Report

January 14, 2010 11:48:41 AM

Class C-1 - General Unsecured Claims

Name of Holder	Date Received	Claim ID	Schedule ID	Balot Amount	Vote	Totalized Amount	Comment
Southwest Gas Corporation	1/4/2010	4		\$604.90	Accept	\$604.90	
Stanley Consultants, Inc.	12/21/2009	48 & 52 combined		\$4,809,249.00	Reject	\$1.00	Pursuant to Section D.2.d of the Solicitation Procedures, "The Claim amount contained in a Proof of Claim that has been timely filed by the Bar Date (or deemed timely filed by the Bankruptcy Court under applicable law) that is not the subject of an objection or has not been withdrawn; provided, however, that Ballots cast by Holders whose Claims are listed in unliquidated or unknown amounts that are not the subject of an objection will count for satisfying the numerically requirement of section 1126(c) of the Bankruptcy Code, and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code," the ballot cast for Stanley Consultants is to be tabulated in the amount of \$1.00.
Sunrise Mechanical, Inc.	12/14/2009	19		\$4,138.55	Accept	\$4,138.55	
Weststar Kitchen & Bath, LLC	12/21/2009	102		\$59,471.09	Accept	\$59,471.09	

Class C-1 - General Unsecured Claims

# Voters:	Total Valid	Accepted	Rejected	Invalid
Vote %:				
Tabulated Amount:	\$542,810.01	\$483,486.91	\$59,323.10	
Amount %:	89.07%	10.93%		

The Rhodes Companies, LLC
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Class C-2 - First Lien Lender Deficiency Claims

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Name of Holder	Date Received	Claim / Series ID	Opt In	Partial Amount	Votes	Totalized Amount	Comment
Archimedes Capital Corporation	12/24/2009		Yes	\$2,433,262.75	Accept	\$718,448.05	
Archimedes Funding IV (Cayman) Ltd.	12/24/2009		Yes	\$1,447,944.49	Accept	\$1,432,897.74	
Atrium CDO	14/20/10		Yes	\$2,171,016.73	Accept	\$2,149,348.50	
Atrium II	14/20/10		Yes	\$122,072.24	Accept	\$718,448.05	
Atrium IV	14/20/10		Yes	\$866,075.30	Accept	\$868,436.78	
Atrium V	14/20/10		Yes	\$2,461,911.97	Accept	\$2,456,397.40	
Captive High Yield Partners IV, Ltd.	14/20/10		Yes	\$442,911.71	Accept	\$442,911.71	
Captive High Yield Partners VI, Ltd.	14/20/10		Yes	\$830,720.82	Reject	\$830,720.79	
Captive High Yield Partners VII, Ltd.	14/20/10		Yes	\$398,204.04	Reject	\$398,204.00	
Captive High Yield Partners IX, Ltd.	14/20/10		Yes	\$355,336.07	Reject	\$355,336.91	
Captive Loan Investment, Ltd.	14/20/10		Yes	\$1,297,917.52	Reject	\$1,297,917.52	
Castel Garden Funding	14/20/10		Yes	\$8,151,361.21	Accept	\$8,152,244.34	
Capt CDO 10 Limited	12/28/2009		Yes	\$841,527.42	Accept	\$841,527.42	
Capt CDO XI Limited	12/28/2009		Yes	\$1,271,696.74	Accept	\$1,271,696.73	
Centaur CDO 8 Limited	12/28/2009		Yes	\$1,271,988.74	Accept	\$1,271,988.73	
Centaur CDO 9 Limited	12/28/2009		Yes	\$1,965,864.63	Accept	\$1,965,864.63	
Centaur CDO VI, Ltd.	12/28/2009		Yes	\$841,927.42	Accept	\$841,927.42	
Centaur CDO VII, Ltd.	12/28/2009		Yes	\$2,310,547.59	Accept	\$2,310,547.59	
Centaur 3 Limited	14/20/10		Yes	\$1,500,318.44	Accept	\$1,500,318.40	
Credit Suisse AG, Cayman Islands Branch	14/20/10		Yes	\$89,229.30	Accept	\$89,229.30	
Credit Suisse AG, Cayman Islands Branch	14/20/10		Yes	\$4,960,000.63	Accept	\$4,960,000.63	
Credit Suisse Cambridge Special Situations Master Fund Ltd.	14/20/10		Yes	\$31,383,576.64	Accept	\$31,381,364.26	
Credit Suisse International	14/20/10		Yes	\$2,806,816.55	Accept	\$2,806,818.55	
Credit Suisse International	14/20/10	45	Yes	\$20,195,346.82	Accept	\$20,195,340.62	
Credit Suisse Loan Funding	14/20/10		Yes	\$33,546,066.57	Accept	\$33,546,066.07	
Credit Suisse Credit Strategies Master Fund Ltd.	14/20/10		Yes	\$2,423,144.21	Accept	\$2,428,957.48	
Credit Suisse Syndicated Loan Fund	14/20/10		Yes	\$3,039,422.42	Accept	\$3,039,085.24	
CSAM Funding I	14/20/10		Yes	\$2,852,718.98	Accept	\$2,853,503.25	
CSAM Funding II	14/20/10		Yes	\$1,473,244.43	Accept	\$1,432,987.74	
CSAM Funding IV	14/20/10		Yes	\$2,171,016.73	Accept	\$2,149,348.59	
Endurance CLO I	12/24/2009		Yes	\$1,882,767.06	Accept	\$1,862,767.06	
General Electric Capital Corporation	12/24/2009		Yes	\$11,984,201.00	Accept	\$10,412,389.79	
Henniker's Island CLO I, Ltd.	14/20/10		Yes	\$2,693,311.19	Accept	\$2,693,351.19	Amended ballot received on 1-4-10.
Henniker's Island CLO III, Ltd.	14/20/10		Yes	\$2,326,458.82	Accept	\$2,326,458.82	Amended ballot received on 1-4-10.
Henniker's Island CLO IV, Ltd.	12/20/2009		Yes	\$2,885,785.47	Accept	\$2,885,785.47	

The Rhodes Companies, LLC
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Class C-2 - First Lien Lender Deficiency Claims

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Name of Holder	Date Received	Claim #	Op In	Total Amount	Vote	Totalized Amount	Comment
Honolulu Island CLO V, Ltd.	12/30/2009			\$1,100,137.75	Accept	\$1,100,137.75	
Honolulu Island CLO VI, Ltd.	12/30/2009			\$1,134,863.74	Accept	\$1,134,863.74	
Honolulu Island CLO I & II, Members' Blend CDO	12/30/2009			\$2,724,024.22	Accept	\$2,724,024.24	
Kabushiki Kaisha, Ltd.	12/31/2009		Yes	\$1,377,768.28	Accept	\$1,377,768.31	
Kabushiki Kaisha CLO Ltd.	12/31/2009		Yes	\$1,432,897.73	Accept	\$1,432,897.74	
Kirkegaard I, Ltd.	1/2/2010		Yes	\$1,637,597.41	Accept	\$1,637,597.40	
Kirkland I, Ltd.	1/4/2010		Yes	\$877,407.04	Accept	\$877,407.04	
Kirkland IV, Ltd.	1/4/2010		Yes	\$877,407.48	Accept	\$877,407.48	
Kirkland V, Ltd.	1/4/2010		Yes	\$1,439,987.58	Accept	\$1,439,987.58	
Kirkberg Capital Funding LLC I	1/23/2010		Yes	\$1,716,482.11	Accept	\$1,716,482.11	
Lamontek CDO Limited	1/4/2010		Yes	\$1,788,946.74	Accept	\$1,788,946.73	
Lamontek II CDO Limited	1/4/2010		Yes	\$1,788,946.00	Accept	\$1,788,946.00	
Lamontek III CDO Limited	1/4/2010		Yes	\$1,788,944.00	Accept	\$1,788,944.00	
Lamontek IV CDO Limited	1/4/2010		Yes	\$1,788,944.00	Accept	\$1,788,944.00	
Lamontek V CDO Limited	1/4/2010		Yes	\$1,788,944.00	Accept	\$1,788,944.00	
Lamontek VI CDO Limited	1/4/2010		Yes	\$1,788,944.00	Accept	\$1,788,944.00	
Landmark Park Funding I, Ltd.	1/4/2010		Yes	\$1,280,428.00	Accept	\$1,280,428.00	
Landmark Park Funding II, Ltd.	1/4/2010		Yes	\$2,684,688.97	Accept	\$2,684,688.97	
Landmark Park Funding III, Ltd.	1/4/2010		Yes	\$1,447,944.49	Accept	\$1,447,944.49	
Landmark Park Funding IV, Ltd.	1/4/2010		Yes	\$2,684,688.97	Accept	\$2,684,688.97	
Landmark Park Funding V, Ltd.	1/4/2010		Yes	\$2,684,688.97	Accept	\$2,684,688.97	
Landmark Park Funding VI, Ltd.	1/4/2010		Yes	\$2,684,688.97	Accept	\$2,684,688.97	
M&M Financial Corp, Ltd.	1/4/2010		Yes	\$1,198,577.25	Accept	\$1,198,577.25	
MSA/PACIFIC RE, Ltd.	1/4/2010		Yes	\$1,283,785.31	Accept	\$1,283,785.31	
OUAL COMM Global Trading Inc.	1/4/2010		Yes	\$2,685,785.46	Accept	\$2,685,785.46	
RiverSource Bond Series Inc. - River Source Floating Rate CDO Ltd.	1/2/2010		Yes	\$1,432,897.74	Accept	\$1,432,897.74	
Rosemont CLO II Ltd.	1/4/2010		Yes	\$358,224.44	Accept	\$358,224.44	
Rosemont CLO III Ltd.	1/4/2010		Yes	\$2,685,785.46	Accept	\$2,685,785.46	
Rosemont CLO IV Ltd.	1/4/2010		Yes	\$2,685,785.46	Accept	\$2,685,785.46	
Sohn Capital Management	1/4/2010		Yes	\$2,685,785.46	Accept	\$2,685,785.46	
Spartacus Corporation V, Ltd.	1/2/2010		Yes	\$2,685,785.46	Accept	\$2,685,785.46	
Van Kampen Dynamic Credit Opportunities Fund	1/4/2010		Yes	\$2,685,785.46	Accept	\$2,685,785.46	
VO Horizon CLO I	1/2/2010		Yes	\$2,685,785.46	Accept	\$2,685,785.46	

Class C-2 - First Lien Lender Deficiency Claims

# Votes:	Total Valid	Accepted	Rejected	Invalid
Vote %:		91.18%	8.82%	0%
Totalized Amount:	\$226,988,370.83	\$17,802,126.55	\$813,472.30	\$913,472.31
Amount %:		3.21%		

The Rhodes Companies, LLC
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Class C-3 - Second Lien Lender Deficiency Claims

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Name of Holder	Date Received	Claim ID	Schedule ID	Batch Amount	Vote	Tabulated Amount	Comment
Ambitas Capital Corporation	12/24/2009			\$321,704.00	Accept	\$333,136.90	
Avenue CLO II, Ltd.	12/30/2009			\$1,004,948.54	Accept	\$1,008,505.74	
Avenue CLO III, Ltd.	12/30/2009			\$3,014,929.61	Accept	\$3,028,517.24	
Avenue CLO Fund Ltd.	12/30/2009			\$3,014,929.61	Accept	\$3,028,517.24	
Credit Suisse Loan Funding LLC	1/4/2010			\$8,228,650.47	Accept	\$8,228,650.47	
General Electric Capital Corp.	1/22/2010			\$4,874,309.00	Accept	\$5,047,528.74	
KatonaH VII CLO Ltd.	1/23/2010			\$973,791.46	Accept	\$1,008,505.74	
KatonaH VIII CLO Ltd.	1/23/2010			\$2,921,374.38	Accept	\$3,028,517.24	
KatonaH IX CLO Ltd.	1/23/2010			\$973,791.48	Accept	\$1,008,505.74	
Kohlberg Capital Funding LLC I	12/31/2009			\$1,947,582.82	Accept	\$2,019,011.49	

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Class C-3 - Second Lien Lender Deficiency Claims

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Name of Holder	Date Received	Claim ID	Schedule ID	Balot Amount	Vote	Submitted Amount	Comment
Kingsland I, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland II, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland III, Ltd.	1/4/2010			\$1,514,258.62	Accept	\$1,514,258.63	
Kingsland IV, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Kingsland V, Ltd.	1/4/2010			\$1,009,505.74	Accept	\$1,009,505.74	
Lightpoint Capital Agent LLC (Premium Loan Trust, Ltd.)	1/22/2009			\$2,000,000.00	Accept	\$2,019,011.49	
Martin Patterson Global Partners	1/4/2010			\$569,354.20	Accept	\$570,211.50	
Martin Patterson Global Partners	1/4/2010			\$1,377,819.87	Accept	\$1,344,552.87	
Rosedale CLO Ltd.	1/4/2010			\$2,019,011.50	Accept	\$2,019,011.49	

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Class C-3 - Second Lien Lender Deficiency Claims

Name of Holder	Date Received	Claim ID	Schedule ID	Blotter Amount	Vote	Tabulated Amount	Comment
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Class C-3 - Second Lien Lender Deficiency Claims

# Votes:	Total Valid	Accepted	Rejected	Invalid
Votes %:	19	19	0	0
Tabulated Amount:	\$37,858,465.48	\$37,858,465.48	\$0.00	
Amount %:			0.00%	

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Class A-1 - First Lien Lender Secured Claims

	Total Valid	Accepted	Rejected	Invalid
# Votes:	95	89	6	0
Vote %:	100%	93.68%	6.32%	
Tabulated Amount	\$31,390.81	\$303,788.68	\$7,602.12	\$5,55
Amount %:	100%	97.56%	2.44%	

Class C-2 - First Lien Lender Deficiency Claims

	Total Valid	Accepted	Rejected	Invalid
# Votes:	68	62	6	0
Vote %:	91.18%	8.82%		
Tabulated Amount	\$285,508.50	\$228,906.37	\$7,602.12	\$5,55
Amount %:	100%	96.76%	3.21%	

Class A-2 - Second Lien Lender Secured Claims

	Total Valid	Accepted	Rejected	Invalid
# Votes:	19	19	0	0
Vote %:	100.00%	0.00%		
Tabulated Amount	\$37,856.46	\$37,856.46	\$0.00	
Amount %:	100.00%	100.00%	0.00%	

Class C-3 - Second Lien Lender Deficiency Claims

	Total Valid	Accepted	Rejected	Invalid
# Votes:	19	19	0	0
Vote %:	100.00%	0.00%		
Tabulated Amount	\$37,856.46	\$37,856.46	\$0.00	
Amount %:	100.00%	100.00%	0.00%	

Class C-1 - General Unsecured Claims

	Total Valid	Accepted	Rejected	Invalid
# Votes:	15	10	5	1
Vote %:	66.67%	33.33%		
Tabulated Amount	\$542,810.01	\$483,486.91	\$59,323.10	
Amount %:	89.07%	10.93%		